

RECORDATION NO. 23108-A FILED

NOV 22 '00

9-28 AM

TS

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 22, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of November 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Schedule No. 1 to Master Railcar Lease Agreement which is being filed with the Board under Recordation Number 23108.

The names and addresses of the parties to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore, MD 21201

[Buyer: ICX Corporation]

A description of the railroad equipment covered by the enclosed documents is:

Thirty-two (32) flatcars with tri-level autoracks: CNA 704676 – CNA 704707 inclusive.

A short summary of the document to appear in the index is:

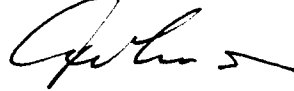
Mr. Vernon A. Williams
November 22, 2000
Page 2

Bill of Sale from Allfirst Bank, Seller, to ICX Corporation, Buyer, covering thirty-two (32) flatcars with tri-level autoracks: CNA 704676 – CNA 704707 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that ALLFIRST BANK, a Maryland state-chartered banking corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by ICX CORPORATION pursuant to the terms of the Transfer Agreement dated November ~~22~~²³, 2000 between Allfirst Bank and ICX Corporation, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and delivery unto ICX Corporation the flatcars with tri-level autoracks described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto ICX Corporation, its successors and assigns forever.

And the undersigned does for itself and its successors and assigns covenant and agree with ICX Corporation to warrant and defend title to the railcars hereby sold unto ICX Corporation, its successors and assigns against all and every person and persons claiming by, through or under Allfirst Bank.

And the undersigned does for itself and its successors and assigns warrant and represent to ICX Corporation that the title conveyed is good, its transfer is rightful, and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance arising by, through or under Allfirst Bank, other than Schedule No. 1 to the Master Railcar Lease Agreement, dated as of February 1, 2000 between Allfirst Bank, as lessor, and Grand Trunk Western Railroad Incorporated, as lessee.

THE RAILCARS SHALL BE SOLD TO ICX CORPORATION BY ALLFIRST BANK ON AS "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, IN NO EVENT SHALL ALLFIRST BANK BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this ^{as of the} 22 day of November, 2000.

ATTEST:

ALLFIRST BANK

Paul L. Gettings

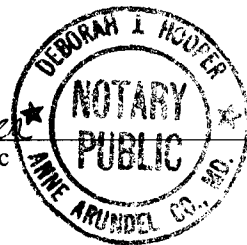
By: *Paul L. Gettings* (SEAL)
Paul L. Gettings
Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that on this 17th day of November, 2000, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Paul L. Gettings, who acknowledged himself to be the Vice President of ALLFIRST BANK, a Maryland state-chartered banking corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESSED my hand and Notarial Seal.

Deborah J. Hooper
Notary Public



(SEAL)

My Commission Expires: 7/27/02

DESCRIPTION OF RAILCARS

Thirty two (32) 89-feet, 70-ton flat cars with tri-level autoracks built in 1976 by Thrall Car Manufacturing Company bearing reporting marks and numbers:

CNA	704676
CNA	704677
CNA	704678
CNA	704679
CNA	704680
CNA	704681
CNA	704682
CNA	704683
CNA	704684
CNA	704685
CNA	704686
CNA	704687
CNA	704688
CNA	704689
CNA	704690
CNA	704691
CNA	704692
CNA	704693
CNA	704694
CNA	704695
CNA	704696
CNA	704697
CNA	704698
CNA	704699
CNA	704700
CNA	704701
CNA	704702
CNA	704703
CNA	704704
CNA	704705
CNA	704706
CNA	704707